

Mayerson & Hartheimer, PLLC.

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Hearing Date: June 11, 2019 at 10:00 am.

Objection Deadline: June 4, 2019 at 5:00 pm.

Counsel for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

UNLOCKD MEDIA, INC., et al.,¹

Debtors.

Chapter 11

Case No. 18-13243 (JLG)

(Jointly Administered)

**SUMMARY COVER SHEET TO FIRST INTERIM FEE APPLICATION OF
MAYERSON & HARTHEIMER, PLLC AS COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF OCTOBER 26, 2018 THROUGH MARCH 31, 2019**

In accordance with Local Bankruptcy Rules for the Southern District of New York (the “*Local Bankruptcy Rules*”), Mayerson & Hartheimer, PLLC (“*M&H*”), attorneys for the above-captioned debtors and debtors-in-possession (the “*Debtors*”) submits this summary (this “*Summary*”) of fees and expenses sought as actual, reasonable and necessary in the fee application to which this Summary is attached (the “*Application*”)² for the period from October 26, 2018 through March 31, 2019 (the “*Fee Period*”).

[Remainder of this page intentionally left blank]

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification numbers are: Unlockd Media, Inc., Tax Id No. XX-XX2901 and Unlockd Operations US Inc., Tax Id. No. XX-XX0878

² Capitalized terms used but not otherwise defined in this Summary shall have the same meanings ascribed to such in the Application.

Name of Applicant: Mayerson & Hartheimer, PLLC

Authorized to Provide
Professional Services to: Debtors

Date of Retention: Nunc pro Tunc to October 26, 2018

Period for which Final compensation
and reimbursement is sought: October 26, 2018 through March 31, 2019

Amount of Compensation sought as
actual, reasonable and necessary
legal services rendered: \$54,820.00

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary: \$1,510.04

This is a(n): ☐ monthly ☒ interim ☐ final application

PRIOR MONTHLY APPLICATIONS FILED:

None

SECTION I FEE SUMMARY

First Interim Fee Application Covering the Period October 26, 2018 through March 31, 2019

Total Previous Fees and Expenses Requested this period:	\$ 0
Total Fees and Expenses Allowed to Date:	\$ 0
Total Retainer (if applicable):	\$15,425.01
Total Holdback (if applicable):	\$ 0
Total Received by Applicant this period:	\$ 0

[Remainder of this page intentionally left blank]

Compensation by Matter*

Matter Number	Matter Description	Total Hours	Total Fees
3	Asset Analysis and Recovery	14.2	8,520.00
4	Board of Directors Matters	0.3	180.00
5	Business Operations	2.4	1,440.00
6	Case Administration	63.9	33,300.00
7	Fee / Employment Applications	20.1	10,060.00
8	Financing / Cash Collections	0.7	420.00
9	Non-Working Travel (1/2 rate)	1.0	300.00
10	Tax Issues	1.0	600.00
Total		103.6	\$54,820.00

* Additional detail to the time records summarized above can be found in **Exhibit D**.

New York, New York

Dated: May 3, 2019

MAYERSON & HARTHEIMER, PLLC

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Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

UNLOCKD OPERATIONS US INC.¹,

Debtor.

Chapter 11

Case No. **18-13243 (JLG)**

**FIRST INTERIM FEE APPLICATION OF MAYERSON
& HARTHEIMER, PLLC, AS COUNSEL FOR THE DEBTORS,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD OF OCTOBER 26, 2018 THROUGH MARCH 31, 2019**

Mayerson & Hartheimer, PLLC (“**M&H**”), as counsel to Unlockd Media, Inc. (“**Media**”), and Unlockd Operations US Inc. (“**Operations**”), the debtors and debtors-in-possession in the above-captioned chapter 11 cases, (*the “Debtors”*) hereby submits this first interim fee application (the “**Application**”) for interim allowance of compensation for professional services provided in the amount of \$54,820.00 and reimbursement of actual and necessary expenses in the amount of \$1,510.00 that M&H incurred for the period of October 26, 2018 through March 31, 2019 (the “**Application Period**”), in accordance with (a) 11 U.S.C §§ 330 and 331, (b) Rule 2016

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification numbers are: Unlockd Media, Inc., Tax ID No. XX-XX 2901 (“**Media**”) and Unlockd Operations US Inc., Tax ID No. XX-XX 0978 (“**Operations**”). This motion effects both Media and Operations.

of the Federal Rules of Bankruptcy Procedure, and (c) Rule 2016-2 of the Local Bankruptcy Rules for the Southern District of New York. In support of this Application, M&H respectfully states as follows:

BACKGROUND

1. On October 26, 2018 (the “*Petition Date*”), the Debtors filed two voluntary petitions, one for each of the above referenced debtors, for relief under Chapter 11, Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “*Bankruptcy Code*”). The Debtors’ chapter 11 cases (these “*Cases*”) are small business cases pursuant to §101 (51C) of the Bankruptcy Code.

2. The Debtors have continued in possession of their assets and the operations of their businesses as debtors-in-possession. No creditors’ committee, trustee or examiner has been appointed in these Cases.

3. On November 26, 2018, this Court entered an order directing joint administration of these Cases [Docket. No.13].

4. On November 2, 2018, M&H forwarded a proposed application to employ M&H to the U.S. Trustee. Upon the U.S. Trustee approval, and after discussions with the Court’s calendar clerk, on December 10, 2018, the Debtors filed an application to employ Mayerson & Hartheimer, PLLC as Counsel to the Debtors *nunc pro tunc* from October 26, 2018 [Docket No. 15] (the “*M&H Retention Application*”).

5. On January 3, 2019, this Court entered an Order granting the M&H Retention Application (the “*Order of Retention*”) [Docket No. 21]. A copy of the Order of Retention is attached hereto as **Exhibit A**.

6. As of the date of this Application, no interim fees have been authorized in these Cases.

**ITEMIZATION OF SERVICES RENDERED
AND DISBURSEMENTS INCURRED**

7. Attached hereto as **Exhibit B** is a schedule of M&H professionals and paraprofessionals, including the standard hourly rate for each attorney and paralegal who rendered services to the Debtors in connection with these Cases during the Application Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

8. Attached hereto as **Exhibit C** is a table setting forth the blended rates for all M&H professionals and paraprofessionals.

9. Attached as **Exhibit D** are the time records of M&H, which provide a daily summary of time spent by each M&H professional and paraprofessional during the Application Period.

10. Attached as **Exhibit E**, are the schedules for the Application Period setting forth the amount of payments sought with respect to the expenses for which M&H is seeking payment in this Application. All of these disbursements comprise the requested sum for M&H's out-of-pocket expenses which total \$1,510.00 M&H did not mark up any expenses.

JURISDICTION AND VENUE

11. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. §157(b).

12. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are §§ 330, 331 and 333 of the Bankruptcy Code, as supplemented by Fed. R. Bankr. P. 2016.

RELIEF REQUESTED

13. By this Application, M&H seeks an allowance of fees in the amount of \$52,060.00 for professional services rendered during the Application Period. In addition, the Applicant requests reimbursement of \$1,510.00 for actual and necessary costs and expenses incurred during the Application Period.

14. M&H has \$15,425.01 on retainer in these matters, and would apply such amount to any approved fees and expenses. The Debtors have adequate cash on hand to pay the amounts requested.

15. By submitting M&H's detailed time records (which are attached hereto as **Exhibit D**), M&H does not intend to waive any privilege or doctrine, including the attorney-client privilege, work product or other similar privilege or doctrine. All services for which compensation is requested by the Applicant, were performed for and/or on behalf of the Debtors, and there are no agreements or understandings for the sharing of any compensation with parties outside of the Applicant's firm, although M&H does pay independent contractors which it hires as attorneys and paralegals from time to time. M&H further states that there has been no unnecessary duplication of work for which compensation is requested.

16. The time records (attached hereto as **Exhibit D**) are a summary covering all the services performed by Applicant with respect to this matter during the Application Period. This detailed itemization complies with Local Bankruptcy Rules in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity; all time is billed in increments of one-tenth of an hour, the time entries are presented chronologically in categories; and all meetings or hearings are individually identified.

17. Most of the work performed by M&H benefited both Debtors equally; however, on occasion the work benefited only one of the Debtors. Accordingly, M&H kept its time divided into three general categories: work benefiting both Debtors, work benefiting Media only, and work benefiting Operations only. Within each of these general categories, M&H kept its time records in accordance with the task categories required by the Local Rules. The number of hours and fees and expenses broken down by the Debtor served is attached hereto as **Exhibit H**.

PROFESSIONAL SERVICES RENDERED

18. At the commencement of the case, most of M&H's time was spent on case administration. As the Debtor representative is in Australia, familiarizing him with the requirements of Chapter 11 involved a learning curve. M&H explained the requirements of Chapter 11 to the client, prepared and finalized all necessary documents ancillary to the petitions and reviewed them with the client, and prepared the client for and participated in the 341 meeting. M&H also opened the debtor-in-possession bank accounts and closed the prepetition bank accounts, and generally made sure that the Debtors complied with the requirements of Chapter 11.

19. Since the early days of these Cases, M&H has continued to advise the Debtors on compliance with Chapter 11 and to assist the Debtors in administration of the case. This has included, without limitation, preparing status reports to the Court, attending status conferences, reviewing the Monthly Operating Reports with the client and filing them, and attention to inquiries from creditors and shareholders.

20. As detailed more below, M&H has also been active in maximizing the estate by settling claims, collecting receivables, negotiating with the landlord and advising on litigation strategies.

21. Since the filing of these Cases, the debtors have reached a settlement with Silicon Valley Bank which should bring in approximately \$20,000-\$30,000 to the Operations estate. M&H has finalized a stipulation embodying the settlement between Operations and the bank and filed a motion to approve the settlement pursuant to Bankruptcy Rule 9019. The motion is scheduled to be heard on May 16, 2019.

22. Also, since the filing of these Cases, M&H has been attempting to collect Media's accounts receivables. Since the filing of these Cases, Media has collected approximately \$144,804.40 of its accounts receivable, which has approximately tripled the amount of cash on hand.

23. Additionally, M&H has been working closely with the Debtors' representatives and its affiliates in monitoring ongoing litigation which its affiliates were prosecuting in foreign jurisdictions, and advising the Debtors' representatives of the pending litigations' effects on the Debtors here in the United States. In this regard, M&H has performed legal research, analysis and strategized whether it would be advantageous to commence related litigation in the United States.

24. The efforts of M&H have already greatly increased any potential return to creditors. Attached hereto as **Exhibit F** are the M&H time records organized by task category. These time records are identical to those attached hereto as Exhibit D, but those attached as Exhibit D are organized chronologically, not by task category.

25. Following is the detailed information, by task category, of all services performed by Applicant with respect to these consolidated matters during the Application Period.

26. The Applicant has divided its time into the following categories:

- a) **Asset Analysis and Recovery (14.2 Hours - \$8,520.00)**. This category includes the identification and review of potential assets including causes of action and

nonlitigation recoveries, as well as the negotiation and documentation of the settlement with Silicon Valley Bank.

- b) **Board of Directors Matters (0.3 Hours - \$180.00).** This category includes matters dealing with Boards of Directors during the pendency of the bankruptcy case.
- c) **Business Operations (2.4 Hours - \$1,440.00).** This category includes issues related to debtor-in-possession operations in chapter 11 as well as dealing with banking issues to assure compliance with chapter 11 guidelines.
- d) **Case Administration (63.9 Hours - \$33,360.00).** This category includes coordination and compliance activities, including preparation of statement of financial affairs; schedules; list of contracts; United States Trustee interim statements and operating reports; contacts with the United States Trustee and general creditor inquiries. This category also includes the preparation of the Debtors' representative for the 341 meeting of creditors and participation therein. It includes M&H's preparation for and participation in case conferences, as well as the preparation of status reports to the court, preparing the motion on joint administration and the motion to extend time for Debtors to file plan and disclosure statement and to extend exclusivity.
- e) **Fee/Employment Applications (20.1 Hours - \$10,060.00).** This category includes the preparation of the initial employment applications and the first interim fee applications for our firm and other professionals in this matter.
- f) **Financing/Cash Collections (0.7 Hours - \$420.00).** This category includes the collection of accounts receivable for the Debtors.

- g) **Non-Working Travel (half normal billing rate) (1 Hour - \$300.00).** This category includes travel to court hearings when work is not being performed.
- h) **Tax Issues (1.0 Hours - \$600.00).** This category includes work being performed analyzing tax issues.

27. During the Application Period, the Applicant expended the sum of \$1,510.04 for reasonable and necessary actual expenses incurred in these consolidated Cases. Attached as **Exhibit G** is a listing of each expense incurred by M&H by task category incurred in these consolidated matters.

28. At all relevant times, M&H has been a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

BASIS FOR THE REQUESTED RELIEF

29. Section 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, “reasonable compensation for actual necessary services rendered.”

30. Section 330(a)(3), in turn provides that: In determining the amount of reasonable compensation to be awarded [...] the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors including:

- a. time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time which the service was rendered towards the completion of, a case under this title;

- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board-certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title 11 U.S.C. § 330(a)(3).

31. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *See, In re Drexel Burnham Lambert Group, Inc.* 133 B.R. 13, 18 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists.”); *In Re Busy Beaver Bldg. Ctrs, Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (Citation and internal quotation marks omitted).

32. Applicants assert that in accordance with the factors enumerated in 11 U.S.C. §§ 330 and 331, the amount requested is fair and reasonable given (a) the complexity of these Cases arising from the multiple jurisdictions affecting Debtors’ Cases; (b) the time expended, which was reasonable for each task involved; (c) the nature and extent of the services rendered, which were necessary to the successful administration of these Cases; (d) the value of such services; (e) the cost of comparable services other than in a case under this title; (f) the skill of the practitioners, who are recognized experts in the field; and (g) the benefits to be realized by the unsecured

creditors and the estates from the representation. It is respectfully submitted the professionals' hourly rates are below what is customary compensation for comparably skilled practitioners, and that, had counsel with less experience in these types of matters been retained, the cost to the estate would have been greater.

WHEREFORE, M&H requests (i) interim approval of the total amount of \$54,820.00 in compensation and \$1,510.04 , in reimbursement of actual, necessary expenses incurred during the Application Period; (ii) authorizing M&H to apply its retainer of \$15,425.01; (iii) authorizing and directing the Debtors to remit payment to M&H in the amount of \$40,905.03, and (iv) granting such other and further relief as this Court deems just and proper.

New York, New York

Dated: May 3, 2019

MAYERSON & HARTHEIMER, PLLC

By: /s/ David H. Hartheimer
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*Counsel for Debtor and
Debtor-in-Possession*

CERTIFICATION

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

UNLOCKD OPERATIONS US INC.¹,

Debtor.

Chapter 11

Case No. 18-13243 (JLG)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS WITH RESPECT TO THE
FIRST INTERIM APPLICATION OF MAYERSON AND HARTHEIMER, PLLC,
AS COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED FROM
OCTOBER 26, 2018 THROUGH AND INCLUDING MARCH 31, 2019**

I, David H. Hartheimer, hereby certify that:

1. I am a Member of Mayerson & Hartheimer, PLLC (“M&H”). I have personal knowledge of the facts set forth herein.
2. I submit this Certification in support of the First Interim Fee Application of M&H, as Attorneys to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Period from October 26, 2018 through March 31, 2019 (the “Application”).
3. I have read the Application and, to the best of my knowledge, information and belief, formed after reasonable inquiry (i) the Application complies with the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. section 330 effective January 30, 1996 (the “UST Guidelines”), Rule 2016 of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification numbers are: Unlockd Media, Inc., Tax ID No. XX-XX 2901 (“*Media*”) and Unlockd Operations US Inc., Tax ID No. XX-XX 0978 (“*Operations*”). This motion effects both Media and Operations.

Bankruptcy Rules, and this Court's Interim Compensation Order; (ii) the fees and expenses requested therein are billed at rates and in accordance with practices customarily employed by M&H and generally accepted by M&H's clients; (iii) in charging for a reimbursable service, M&H does not include any amounts for amortization of the cost of any investment, equipment or capital outlay; and (iv) in seeking reimbursement for a service which M&H justifiably purchased or contracted from a third party, M&H has requested reimbursement only for the amount billed to M&H by the third-party vendor and paid by M&H to such vendor.

4. There is no agreement or understanding between M&H and any other person, other than the members of M&H, for the sharing of compensation to be received for services rendered or to be rendered in the Chapter 11 Cases, except that, M&H does hire contract professionals from time to time to work on this and other matters and pays them an hourly fee.

The Office of the United States Trustee, will be served with a copy of the Application.

WHEREFORE, I declare that the above is true and correct to the best of my knowledge.

Dated: New York, NY
May 3, 2019

/s/ David H. Hartheimer
David H. Hartheimer
Member

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

UNLOCKD MEDIA, INC.,

Debtor.

Tax I.D. No. XX-XXX2901

Chapter 11

Case No. 18-13243 (JLG)

In re:

UNLOCKD OPERATIONS US INC.,

Debtor.

Tax I.D. No. XX-XXX878

Chapter 11

Case No. 18-13248 (JLG)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
MAYERSON AND HARTHEIMER, PLLC AS BANKRUPTCY COUNSEL
TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “**Application**”) of the above-captioned debtors and debtors-in - possession (the “**Debtors**”), for entry of an order, pursuant to bankruptcy Code sections 327(a) and 328, bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1 authorizing the employment and retention of Mayerson and Hartheimer, PLLC (“**M&H**”) as counsel; and the Court having reviewed the Application and the Hartheimer Declaration, that M&H does not hold or represent any interest adverse to the Debtors or their estates, that it is a “disinterested person” as the term is defined in Bankruptcy Code section 101(14); and that its employment is necessary and in the best interest of the Debtors’ estate, creditors, and other parties in interest; and due and sufficient notice of the Application having been given under the particular circumstances; and it

appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED to the extent set forth herein.
2. Pursuant to Bankruptcy Code section 327(a), the Debtors, as debtors and debtors-in-possession, are authorized to employ M&H as their bankruptcy counsel, effective as of the Petition Date, upon the terms and for the purposes set forth in the Application and the Engagement Agreement and to perform the professional services set forth in the Application and the Engagement Agreement.
3. To the extent the Application or Engagement Agreement are inconsistent with this Order, the terms of this Order shall govern.
4. Mayerson and Hartheimer shall be compensated for fees and reimbursed for reasonable and necessary expenses only upon approval of an application pursuant to sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, the Local Rules and fee and expense guidelines, and any orders of this Court.
5. M&H is authorized to hold the remaining balance of the Retainer. The remaining balance of the Retainer shall be applied toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order by the Court awarding fees and expenses to M&H.
6. At least ten business days before implementing any increase in the rates of M&H's professionals providing services in this case, M&H shall file and serve on the United States Trustee and any official committee a supplemental affidavit providing justification for any

such rate increases and stating whether the Debtor has agreed to them. All parties in interest retain the right to object to any rate increase on any grounds.

7. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

8. The court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

9. Notwithstanding any provision to the contrary in the Engagement Agreement, any dispute relating to the services provided by M&H shall be referred to arbitration consistent with the terms of the Engagement Agreement only to the extent that this Court does not have, retain or exercise jurisdiction over the dispute.

9. Notwithstanding anything to the contrary in the Engagement Agreement, M&H shall not withdraw as Debtors' counsel prior to the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

Dated: January 3, 2019
New York, New York

/s/ James L. Garrity, Jr.

UNITED STATES BANKRUPTCY JUDGE

No Objection by The United States Trustee

Benjamin J. Higgins
By, Benjamin J. Higgins

EXHIBIT B

**SCHEDULE OF MAYERSON & HARTHEIMER, PLLC PROFESSIONALS
AND PARAPROFESSIONALS WHO RENDERED SERVICES TO THE DEBTORS**

The M&H attorneys and paraprofessionals who rendered services to the Debtors during the Fee Period are:

TIME KEEPER	POSITION WITH THE APPLICANT	YEAR FIRST ADMITTED	HOURLY BILLING RATE*	TOTAL BILLED HOURS	TOTAL COMPENSATION
David H. Hartheimer	Member	1990	\$600.00	47.5	\$28,200.00
Sandra E. Mayerson	Member	1976	\$600.00	43.1	\$25,320.00
Katy Mayerson	Paralegal	NA	\$100.00	2.0	\$200.00
Twee Dam	Paralegal	NA	\$100.00	11.0	\$1,100.00
TOTAL FOR TIME KEEPERS				103.6	\$54,820.00

* Time Keepers' non-working travel time is billed at 50% of normal Hourly Billing Rate.

EXHIBIT C

BLENDED RATES

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners	\$600.00 per hour	90.6	\$53,520.00
Associates (There are no associates at this firm)			
Total Incurred by all Attorneys:	\$600.00 per hour	90.6	\$53,520.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			
Blended Attorney Rate:	\$600.00 per hour	90.6	\$53,520.00
Paraprofessionals	\$100.00 per hour	13.0	\$1,300.00
Total Incurred by all Non-Attorneys:		13.0	\$1,300.00
Blended Paralegal Rate:	\$100.00 per Hour		
Total Requested:		103.6	\$54,820.00

EXHIBIT D

Mayerson & Hartheimer PLLC - Chronological Time Entries by Matter

Date	Time Keeper	Activity	Description	Billable Time	Hourly Rate	Billable Amt
Both Chapter 11						
10/26/2018	Sandra Mayerson	A103 - Draft/revise	Correspondence with U.S. Trustee re filing and sending all docs (.30); Correspondence with client re filing (.10); Review redactions for PI prior to filing (.30).	0.70	\$600.00/hr	\$420.00
10/27/2018	Sandra Mayerson	A110 - Manage data/files	Prepare and send Chambers copy of all pleadings; Prepare pleadings binder for first day hearing.	0.40	\$600.00/hr	\$240.00
10/29/2018	Sandra Mayerson	A108 - Communicate (other external)	Correspondence with U.S. Trustee re IDI (.20); TC W. Rodriguez, clerk to Judge Garrity, re first day orders and follow up re same (.20); Correspondence with client re [REDACTED] (.40); Coordinate with British administrators (.30); Respond to inquiries from reporters (.20).	1.30	\$600.00/hr	\$780.00
10/29/2018	Sandra Mayerson	A108 - Communicate (other external)	Correspondence with Silicon Valley Bank re opening DIP accounts.	0.20	\$600.00/hr	\$120.00
11/01/2018	Sandra Mayerson	A103 - Draft/revise	Finalize drafts of Joint Motion for Joint Administration and Procedural Consolidation and proposed order for same; File with court in both cases.	1.00	\$600.00/hr	\$600.00
11/02/2018	Twee Dam	A111 - Other	Prepare Motion for Joint Administration for service. Attention to service.	5.00	\$100.00/hr	\$500.00
11/02/2018	Twee Dam	A110 - Manage data/files	Prepare case binders for Court.	2.00	\$100.00/hr	\$200.00
11/02/2018	Sandra Mayerson	A110 - Manage data/files	Attention to service of Joint Administration motion (.30); TC w/ B. Higgins of U.S. Trustee re background of case (.20); Prepare cover letter to Court with pleadings binder (.30).	0.80	\$600.00/hr	\$480.00
11/02/2018	Sandra Mayerson	A108 - Communicate (other external)	Correspondence with Bank re DIP accounts; Review policies sent by bank.	0.20	\$600.00/hr	\$120.00
11/02/2018	Sandra Mayerson	A103 - Draft/revise	Prepare Certificate of Service re Motion for Joint Administration.	0.20	\$600.00/hr	\$120.00
11/02/2018	David Hartheimer	A103 - Draft/revise	Finalize Mayerson & Hartheimer retention application. TC with B. Higgins of U.S. Trustee re same.	3.50	\$600.00/hr	\$2,100.00
11/02/2018	David Hartheimer	A111 - Other	Attention to service of Motion for Joint Administration.	1.10	\$600.00/hr	\$660.00
11/02/2018	David Hartheimer	A103 - Draft/revise	Revise Certificate of Service.	0.30	\$600.00/hr	\$180.00
11/02/2018	David Hartheimer	A111 - Other	Attention to preparation of case binder for court.	0.30	\$600.00/hr	\$180.00
11/02/2018	David Hartheimer	A107 - Communicate (other outside counsel)	TC with B. Higgins re case history and background and anticipated plan of action for case.	0.20	\$600.00/hr	\$120.00
11/05/2018	David Hartheimer	A107 - Communicate (other outside counsel)	Prepare for and participate in TC with counsel to British administrator and SEM.	1.30	\$600.00/hr	\$780.00
11/05/2018	Twee Dam	A111 - Other	Finalize service of Motion for Joint Administration and finalize case binder. Attention to service and arranging for hand delivery of case binder to court.	2.00	\$100.00/hr	\$200.00
11/05/2018	Sandra Mayerson	A107 - Communicate (other outside counsel)	Review documents from British administrator [REDACTED] (1.10); TC w/ L. Brittain, British Administrator; O. Bretz, British solicitor; and DHH re [REDACTED] (.50); Correspondence with client and British administrator [REDACTED] (.20).	1.80	\$600.00/hr	\$1,080.00
11/05/2018	Sandra Mayerson	A108 - Communicate (other external)	Gather documents and respond to bank questionnaire re opening DIP bank accounts.	1.00	\$600.00/hr	\$600.00
11/06/2018	Sandra Mayerson	A108 - Communicate (other external)	Correspondence with bank re opening DIP accounts; Review completed applications and client attestation for accuracy and forward to client with cover memo explaining same; Further correspondence with bank re same.	0.70	\$600.00/hr	\$420.00
11/07/2018	Twee Dam	A111 - Other	Assist with preparation of Vernon retention application.	2.00	\$100.00/hr	\$200.00
11/07/2018	Sandra Mayerson	A108 - Communicate (other external)	Finalize and forward documents to bank re opening DIP accounts.	0.30	\$600.00/hr	\$180.00
11/07/2018	David Hartheimer	A104 - Review/analyze	Review U.S. Trustee's suggested revisions to Mayerson & Hartheimer retention application.	0.30	\$600.00/hr	\$180.00
11/07/2018	David Hartheimer	A103 - Draft/revise	Draft Vernon retention application.	1.90	\$600.00/hr	\$1,140.00
11/08/2018	Sandra Mayerson	A108 - Communicate (other external)	TC w/ W. Rodriguez re amending petition to unredact EIN and related administrative matters (.20); Research re EIN redaction (.40); TC w/ paralegal re new binder as requested by Ms. Rodriguez (.10); Send chambers Word version of proposed order re joint administration w/ cover letter (.30); TC with law clerk A. Wells re redaction issue (.20); Correspondence with client to explain amendment (.20).	1.40	\$600.00/hr	\$840.00
11/09/2018	Sandra Mayerson	A102 - Research	Further research re redaction of EIN (.30); 2 TC w/ W. Rodriguez re same (.20); Finalize and file amended petitions (.20).	0.70	\$600.00/hr	\$420.00
11/09/2018	Sandra Mayerson	A108 - Communicate (other external)	Review new pleadings binder and prepare cover letter for chambers.	0.20	\$600.00/hr	\$120.00

11/13/2018	Sandra Mayerson	A108 - Communicate (other external)	Further correspondence w/ Silicon Valley Bank re opening DIP accounts and settlement on cash collateral.	0.30	\$600.00/hr	\$180.00
11/14/2018	Sandra Mayerson	A108 - Communicate (other external)	Review U.S. Trustee requirements via correspondence with client in preparation for IDI (.60); Correspondence with U.S. Trustee to provide info required in advance of IDI (.70); Correspondence with Silicon Valley Bank re opening DIP Accounts (.10); Further inquiries of debtors and L. Patt [REDACTED] (.20); Correspondence with L. Patt re Monthly Operating Report (.10).	1.70	\$600.00/hr	\$1,020.00
11/14/2018	David Hartheimer	A103 - Draft/revise	Finalize Vernon retention application for review by the U.S. Trustee.	0.50	\$600.00/hr	\$300.00
11/15/2018	Sandra Mayerson	A106 - Communicate (with client)	Forward documents to client with explanations to prepare for IDI.	0.50	\$600.00/hr	\$300.00
11/15/2018	Sandra Mayerson	A108 - Communicate (other external)	Finalize opening of DIP accounts, review information from bank, and communicate with client and U.S. Trustee re same (.50); Organize further information for U.S. Trustee for IDI (.60); Communicate w/ M. Berriman and T. Bricker re [REDACTED] (.60).	1.70	\$600.00/hr	\$1,020.00
11/16/2018	Sandra Mayerson	A105 - Communicate (in firm)	TC w/ DHH re [REDACTED].	0.20	\$600.00/hr	\$120.00
11/16/2018	Sandra Mayerson	A108 - Communicate (other external)	Correspondence with financial advisor and Price Waterhouse to try to obtain tax returns requested by U.S. Trustee; Correspondence with Tess Bricker re documents needed for IDI.	0.30	\$600.00/hr	\$180.00
11/16/2018	David Hartheimer	A108 - Communicate (other external)	Review U.S. Trustee revisions to retention application of financial advisor. TC with L. Patt of Vernon [REDACTED] TC with SEM [REDACTED]	0.50	\$600.00/hr	\$300.00
11/16/2018	David Hartheimer	A108 - Communicate (other external)	TC with L. Patt re obtaining items required in order to file MORs. Call with SEM re same.	0.40	\$600.00/hr	\$240.00
11/19/2018	Sandra Mayerson	A101 - Plan and prepare for	Review all documents and prepare for IDI (.50); Prepare certifications with information from bank; Obtain signatures and send final documents to U.S. Trustee (.60); Prepare client for [REDACTED] (1.40).	2.50	\$600.00/hr	\$1,500.00
11/20/2018	Sandra Mayerson	A109 - Appear for/attend	Prepare for and participate in initial intake interview with U.S. Trustee (.50); [REDACTED] (.20).	0.70	\$600.00/hr	\$420.00
11/20/2018	Sandra Mayerson	A106 - Communicate (with client)	Receive and review notice of 341 meeting and communicate with client re same (.20).	0.20	\$600.00/hr	\$120.00
11/26/2018	David Hartheimer	A103 - Draft/revise	Finalize M&H retention application for client review.	0.60	\$600.00/hr	\$360.00
11/26/2018	David Hartheimer	A104 - Review/analyze	Finalize Vernon retention application for client review.	0.60	\$600.00/hr	\$360.00
11/26/2018	David Hartheimer	A108 - Communicate (other external)	TC with W. Rodriguez re method of having retention applications of M&H and Vernon heard, i.e. motion or notice of presentment.	0.10	\$600.00/hr	\$60.00
11/26/2018	David Hartheimer	A106 - Communicate (with client)	Correspondence with M. Berriman re [REDACTED].	0.20	\$600.00/hr	\$120.00
11/26/2018	Sandra Mayerson	A103 - Draft/revise	Draft letter for client review to U.S. Trustee requesting video appearance at 341 meeting.	1.50	\$600.00/hr	\$900.00
11/28/2018	David Hartheimer	A103 - Draft/revise	Finalize letter for videoconference 341 meeting.	0.50	\$600.00/hr	\$300.00
11/30/2018	David Hartheimer	A104 - Review/analyze	Review letter from IRS form 13736. TCs and correspondence with L. Patt of Vernon re same.	0.70	\$600.00/hr	\$420.00
12/01/2018	David Hartheimer	A105 - Communicate (in firm)	Discuss [REDACTED] with SEM.	0.10	\$600.00/hr	\$60.00
12/01/2018	Sandra Mayerson	A106 - Communicate (with client)	Correspondence with client re [REDACTED]; Discuss [REDACTED] with DHH.	0.20	\$600.00/hr	\$120.00
12/03/2018	David Hartheimer	A107 - Communicate (other outside counsel)	TC with B. Higgins from U.S. Trustee re videoconference 341 meeting. Confer w/ SEM re [REDACTED].	0.30	\$600.00/hr	\$180.00
12/05/2018	David Hartheimer	A103 - Draft/revise	Finalize retention application for Debtors' counsel.	0.60	\$600.00/hr	\$360.00
12/05/2018	David Hartheimer	A103 - Draft/revise	Finalize retention application for Debtors' financial advisor.	0.50	\$600.00/hr	\$300.00
12/06/2018	David Hartheimer	A103 - Draft/revise	Correspondence with U.S. Trustee re Mr. Berriman's inability to travel to the United States for 341 meeting.	0.20	\$600.00/hr	\$120.00
12/06/2018	David Hartheimer	A101 - Plan and prepare for	Preparations for and testing equipment for video 341 meeting. Perform test meeting.	0.70	\$600.00/hr	\$420.00
12/06/2018	David Hartheimer	A107 - Communicate (other outside counsel)	TC with B. Higgins re setting up video 341 meeting.	0.10	\$600.00/hr	\$60.00

12/07/2018	David Hartheimer	A103 - Draft/revise	Review and respond to correspondence from U.S. Trustee re rescheduled 341 meeting.	0.10	\$600.00/hr	\$60.00
12/07/2018	David Hartheimer	A106 - Communicate (with client)	Correspondence w/ M. Berriman [REDACTED].	0.20	\$600.00/hr	\$120.00
12/10/2018	David Hartheimer	A110 - Manage data/files	File M&H retention application electronically using ECF system.	0.30	\$600.00/hr	\$180.00
12/10/2018	David Hartheimer	A110 - Manage data/files	File Vernon retention application electronically using ECF system.	0.20	\$600.00/hr	\$120.00
12/12/2018	Sandra Mayerson	A106 - Communicate (with client)	TC w/ M. Berriman re [REDACTED].	0.50	\$600.00/hr	\$300.00
12/13/2018	David Hartheimer	A103 - Draft/revise	Revise Vernon retention application. File amended Vernon retention application. Prepare and send form of order to Court.	1.20	\$600.00/hr	\$720.00
12/13/2018	David Hartheimer	A103 - Draft/revise	Prepare proposed order approving employment of Mayerson & Hartheimer; prepare electronic submission to Court.	0.40	\$600.00/hr	\$240.00
12/14/2018	Sandra Mayerson	A101 - Plan and prepare for	Review documents and prepare for 341 meeting.	0.60	\$600.00/hr	\$360.00
12/14/2018	Sandra Mayerson	A109 - Appear for/attend	Meet w/ U.S. Trustee prior to 341 meeting; Attend and participate in 341 meeting.	0.80	\$600.00/hr	\$480.00
12/14/2018	David Hartheimer	A109 - Appear for/attend	Prepare for and attend 341 meeting.	1.60	\$600.00/hr	\$960.00
12/18/2018	David Hartheimer	A103 - Draft/revise	Prepare Supplemental Declaration of Disinterest and Schedule of Interested Parties.	2.50	\$600.00/hr	\$1,500.00
12/18/2018	David Hartheimer	A108 - Communicate (other external)	TC w/ L. Patt re access to bank accounts for Monthly Operating Reports, case administration, and filing of tax returns.	0.30	\$600.00/hr	\$180.00
12/18/2018	David Hartheimer	A103 - Draft/revise	Prepare Notice of Adjournment for status conference.	0.40	\$600.00/hr	\$240.00
12/18/2018	David Hartheimer	A103 - Draft/revise	Prepare Affidavit of Service for M&H and Vernon retention applications; Prepare Supplemental Declaration of Disinterest.	0.40	\$600.00/hr	\$240.00
12/19/2018	Sandra Mayerson	A111 - Other	Review and file Supplemental Declaration of Disinterest.	0.10	\$600.00/hr	\$60.00
12/19/2018	Sandra Mayerson	A108 - Communicate (other external)	TCs w/ W. Rodriguez and B. Higgins re adjourning initial case conference due to illness.	0.10	\$600.00/hr	\$60.00
12/19/2018	Sandra Mayerson	A104 - Review/analyze	Review and revise supplemental disclosure for retention application.	0.10	\$600.00/hr	\$60.00
12/19/2018	David Hartheimer	A111 - Other	Attention to service of M&H and Vernon retention applications.	1.10	\$600.00/hr	\$660.00
01/04/2019	David Hartheimer	A104 - Review/analyze	Review entered Order approving the retention of Vernon as financial advisor.	0.10	\$600.00/hr	\$60.00
01/04/2019	Sandra Mayerson	A104 - Review/analyze	Review revised order signed by Court re Vernon retention and advise L. Patt re same (.10); Calculate and calendar relevant deadlines for case (.10).	0.20	\$600.00/hr	\$120.00
01/09/2019	Sandra Mayerson	A107 - Communicate (other outside counsel)	TCs with counsel for Silicon Valley Bank re banking relationship.	0.10	\$600.00/hr	\$60.00
01/09/2019	David Hartheimer	A102 - Research	Legal research on [REDACTED].	2.70	\$600.00/hr	\$1,620.00
01/10/2019	Sandra Mayerson	A107 - Communicate (other outside counsel)	Negotiate with bank counsel re return of cash collateral.	0.20	\$600.00/hr	\$120.00
01/10/2019	Sandra Mayerson	A101 - Plan and prepare for	Attention to Monthly Operating Report.	0.10	\$600.00/hr	\$60.00
01/10/2019	David Hartheimer	A102 - Research	Legal research on [REDACTED].	2.30	\$600.00/hr	\$1,380.00
01/11/2019	David Hartheimer	A105 - Communicate (in firm)	Confer w/ SEM re [REDACTED].	0.30	\$600.00/hr	\$180.00
01/11/2019	Sandra Mayerson	A102 - Research	Confer w/ DHH re [REDACTED].	0.30	\$600.00/hr	\$180.00
01/15/2019	Sandra Mayerson	A101 - Plan and prepare for	Review documents to prepare for initial case conference; Contact British administrator re same; Multiple attempts to retrieve information from bank.	0.20	\$600.00/hr	\$120.00
01/16/2019	Sandra Mayerson	A101 - Plan and prepare for	Review documents in preparation for hearing; Correspondence with British Administrator re [REDACTED]; Correspondence with bank re same.	0.70	\$600.00/hr	\$420.00
01/16/2019	Sandra Mayerson	A109 - Appear for/attend	Attend and participate in initial case conference at Court.	0.80	\$600.00/hr	\$480.00
01/16/2019	Sandra Mayerson	A112 - Travel	Non-working travel time to and from court conference.	0.80	\$300.00/hr	\$240.00
01/16/2019	Sandra Mayerson	A108 - Communicate (other external)	Correspondence with [REDACTED]; Update British administrator re [REDACTED] and [REDACTED].	0.20	\$600.00/hr	\$120.00
01/16/2019	Sandra Mayerson	A108 - Communicate (other external)	Confer w/ L. Patt re determining documents required for Monthly Operating Reports and tax returns; Correspondence with bank re obtaining information and authorizing L. Patt to view accounts; Correspondence with L. Patt re same.	1.00	\$600.00/hr	\$600.00
01/17/2019	David Hartheimer	A108 - Communicate (other external)	TC w/ SEM and S. Latham of Augusta Ventures re potential causes of action and litigation funding.	0.50	\$600.00/hr	\$300.00

01/17/2019	Sandra Mayerson	A108 - Communicate (other external)	TC w/ S. Latham of Augusta Ventures re potential causes of action and litigation funding.	0.50	\$600.00/hr	\$300.00
01/22/2019	David Hartheimer	A105 - Communicate (in firm)	Work with paralegal to send out payment demands.	1.50	\$600.00/hr	\$900.00
01/23/2019	David Hartheimer	A105 - Communicate (in firm)	Confer with Paralegal re collection effort.	0.10	\$600.00/hr	\$60.00
01/23/2019	David Hartheimer	A108 - Communicate (other external)	TC with L. Patt re receivable collection effort. Prepare table demonstrating status of receivables.	1.50	\$600.00/hr	\$900.00
01/24/2019	Sandra Mayerson	A106 - Communicate (with client)	Review and revise Monthly Operating Reports for November and December 2018 for both debtors; Forward [REDACTED] Correspondence with L. Patt re final revisions of same.	0.30	\$600.00/hr	\$180.00
01/24/2019	Sandra Mayerson	A110 - Manage data/files	Forward Monthly Operating Reports for November and December 2018 for both debtors to U.S. Trustee with cover letter.	0.10	\$600.00/hr	\$60.00
02/27/2019	Sandra Mayerson	A107 - Communicate (other outside counsel)	Correspondence with British administrator re [REDACTED].	0.10	\$600.00/hr	\$60.00
03/01/2019	Sandra Mayerson	A108 - Communicate (other external)	Rvw response from M Berriman re [REDACTED] and discuss w/ DHH (.20); Email to J. Martino to follow up(.10)	0.30	\$600.00/hr	\$180.00
03/01/2019	David Hartheimer	A103 - Draft/revise	review status report to court. Confer with S. Mayerson on issues regarding [REDACTED].	0.70	\$600.00/hr	\$420.00
03/01/2019	Sandra Mayerson	A103 - Draft/revise	Draft status report requested by Court	0.50	\$600.00/hr	\$300.00
03/04/2019	Sandra Mayerson	A103 - Draft/revise	Finalize status report and file with Court (.40); Emails to J. Martino re [REDACTED] (.10); TC J Martino re same (.10)	0.60	\$600.00/hr	\$360.00
03/08/2019	Sandra Mayerson	A106 - Communicate (with client)	Emails C. Hodge and M. Berriman re management of company; Email M Berriman re [REDACTED]	0.30	\$600.00/hr	\$180.00
03/11/2019	David Hartheimer	A107 - Communicate (other outside counsel)	T Conf with C. Hodge (Australian administrator) and SEM re [REDACTED] (.70)	0.70	\$600.00/hr	\$420.00
03/11/2019	Sandra Mayerson	A106 - Communicate (with client)	Prepare for tomorrow's status conference (.30); T Conf with C. Hodge (Australian administrator) and DHH re [REDACTED] (.70)	1.00	\$600.00/hr	\$600.00
03/12/2019	Sandra Mayerson	A112 - Travel	Non-working travel time to and from hearing	1.00	\$300.00/hr	\$300.00
03/12/2019	Sandra Mayerson	A109 - Appear for/attend	Attend and participate in status conference before Court	0.30	\$600.00/hr	\$180.00
03/12/2019	David Hartheimer	A112 - Travel	Non working travel to court for status conference.	1.00	\$300.00/hr	\$300.00
03/12/2019	David Hartheimer	A112 - Travel	Appear at status conference.	0.50	\$600.00/hr	\$300.00
03/12/2019	Sandra Mayerson	A106 - Communicate (with client)	Update director and shareholder [REDACTED]	0.10	\$600.00/hr	\$60.00
03/14/2019	Katy Mayerson	A103 - Draft/revise	Prepare M&H fee application; Review and revise SEM and DHH time entries re same.	0.50	\$100.00/hr	\$50.00
03/19/2019	Katy Mayerson	A103 - Draft/revise	Continue to prepare M&H fee application; Review and revise SEM and DHH time entries re same.	1.50	\$100.00/hr	\$150.00
03/20/2019	David Hartheimer	A103 - Draft/revise	Drafting motion to extend exclusivity, papers include, motion, notice of motion, proposed order and attorney's affidavit on support.	5.20	\$600.00/hr	\$3,120.00
03/20/2019	Sandra Mayerson	A106 - Communicate (with client)	Emails to and from M Berriman re [REDACTED]	0.30	\$600.00/hr	\$180.00
03/20/2019	Sandra Mayerson	A103 - Draft/revise	Attention to motion to attend exclusivity; TC courtroom deputy for date on hearing re same	0.10	\$600.00/hr	\$60.00
03/21/2019	David Hartheimer	A103 - Draft/revise	Drafting motion to extend exclusivity.	1.00	\$600.00/hr	\$600.00
03/21/2019	Sandra Mayerson	A103 - Draft/revise	TC W Rodriguez re hearing date for Exclusivity; Review and revise motion to extend exclusivity and accompanying notice of motion and declaration; File same on ECF	1.20	\$600.00/hr	\$720.00
03/21/2019	David Hartheimer	A103 - Draft/revise	Finalize motion to extend exclusivity. Prepare motion for filing, attention to filing.	2.50	\$600.00/hr	\$1,500.00
03/21/2019	David Hartheimer	A110 - Manage data/files	Prepare motion to extend for service.	0.70	\$600.00/hr	\$420.00
03/22/2019	David Hartheimer	A103 - Draft/revise	Drafting affidavits of service for service of motion to extend debtors' period of exclusivity and adjourned case conference.	0.60	\$600.00/hr	\$360.00
03/22/2019	David Hartheimer	A111 - Other	Attention to service of motion to extend exclusivity and service of notice of adjourned initial case conference.	1.20	\$600.00/hr	\$720.00
03/22/2019	Sandra Mayerson	A103 - Draft/revise	Review and revise notice of adjournment and file on ECF (.20); File certificate of service for Motion to extend exclusivity on ECF (.10)	0.30	\$600.00/hr	\$180.00
03/26/2019	Sandra Mayerson	A106 - Communicate (with client)	Email client re strategy going forward; Email to and from B. Higgins of UST re same	0.20	\$600.00/hr	\$120.00

Totals For Both Chapter 11 95.00

\$49,660.00

Media Only Chapter 11

10/26/2018	Sandra Mayerson	A111 - Other	Finalize ancillary documents and file after petition	1.20	\$600.00/hr	\$720.00
11/02/2018	Sandra Mayerson	A111 - Other	Electronically file Certificate of service	0.10	\$600.00/hr	\$60.00
11/08/2018	Sandra Mayerson	A103 - Draft/revise	Work w/ L Patt to amend petition	0.60	\$600.00/hr	\$360.00
01/15/2019	Sandra Mayerson	A104 - Review/analyze	Review aged receivables and formulate plan for collection	0.20	\$600.00/hr	\$120.00
01/22/2019	Sandra Mayerson	A101 - Plan and prepare for	Reconcile A/R; Prepare template collection letter to send to accounts receivable; Work with paralegal to prepare letter concerning each receivable	1.30	\$600.00/hr	\$780.00
01/22/2019	Sandra Mayerson	A103 - Draft/revise	Review, revise and finalize monthly operating reports for stub, November and December; Communicate comments to financial advisor	0.50	\$600.00/hr	\$300.00
01/23/2019	David Hartheimer	A104 - Review/analyze	Review quarterly fee statement form United States Trustee.	0.10	\$600.00/hr	\$60.00
01/24/2019	Sandra Mayerson	A103 - Draft/revise	Finalize monthly operating reports for first two reporting periods; communicate with L. Patt re same; File with Court	0.30	\$600.00/hr	\$180.00
03/11/2019	Sandra Mayerson	A104 - Review/analyze	Review draft Media monthly operating report and forward same to client.	0.10	\$600.00/hr	\$60.00
03/15/2019	Sandra Mayerson	A111 - Other	Finalize and file monthly operating report	0.10	\$600.00/hr	\$60.00
Totals For Media Only Chapter 11				4.50		\$2,700.00

Operations Only Chapter 11

10/26/2018	Sandra Mayerson	A103 - Draft/revise	Finalize and file documents ancillary to petition	1.20	\$600.00/hr	\$720.00
11/02/2018	Sandra Mayerson	A111 - Other	Electronically file certificate of service	0.10	\$600.00/hr	\$60.00
11/07/2018	Sandra Mayerson	A104 - Review/analyze	Email L Patt re details of cash collateral account; Rvw cash collateral agreement; Negotiate w/ Silicon Valley Bank re release of cash collateral; Draft email to M. Berriman [REDACTED]	0.70	\$600.00/hr	\$420.00
11/14/2018	Sandra Mayerson	A107 - Communicate (other outside counsel)	T Conf w/ atty for landlord re office lease and retrieving items	0.30	\$600.00/hr	\$180.00
01/22/2019	Sandra Mayerson	A104 - Review/analyze	Review and revise Monthly Operating Reports for stub, Nov. and Dec.; Communicate with financial advisor as to comments to same	0.40	\$600.00/hr	\$240.00
01/23/2019	David Hartheimer	A104 - Review/analyze	Review quarterly fee statement form United States Trustee.	0.10	\$600.00/hr	\$60.00
01/24/2019	Sandra Mayerson	A103 - Draft/revise	Finalize 2 monthly operating reports; Communicate w/ L. Patt re same; File with Court	0.20	\$600.00/hr	\$120.00
02/22/2019	Sandra Mayerson	A103 - Draft/revise	Rvw proposed settlement stip with SVB Bank re cash collateral accounts; Negotiations w/ A. Rheume re same	0.30	\$600.00/hr	\$180.00
03/01/2019	Sandra Mayerson	A107 - Communicate (other outside counsel)	TC A. Rheume re final open issues on stip with bank.	0.10	\$600.00/hr	\$60.00
03/11/2019	Sandra Mayerson	A104 - Review/analyze	Review draft Monthly Operating Report for Operations, and [REDACTED]	0.30	\$600.00/hr	\$180.00
03/15/2019	Sandra Mayerson	A111 - Other	Finalize and file monthly operating report	0.10	\$600.00/hr	\$60.00
03/15/2019	Sandra Mayerson	A106 - Communicate (with client)	Memo to M Berriman [REDACTED]	0.20	\$600.00/hr	\$120.00
03/26/2019	Sandra Mayerson	A107 - Communicate (other outside counsel)	Review email from M Berriman re [REDACTED]; Email their counsel re same	0.10	\$600.00/hr	\$60.00
Totals For Operations Only Chapter 11				4.10		\$2,460.00
Grand Total				103.60		\$54,820.00

EXHIBIT E

Expense Report - Chronological

Expense Date	Matter	Expense Type	Description	Bill Price
Unlocked Limited				
Both Chapter 11				
10/27/2018	Both Chapter 11	E101 - Copying	Copies for Chambers and pleadings binder - 1 page @ \$.25 a page	\$0.25
11/02/2018	Both Chapter 11	E108 - Postage	Postage for service of Motion for Joint Administration.	\$37.63
11/02/2018	Both Chapter 11	E108 - Postage	FedEx postage for case binder to Court.	\$35.00
11/02/2018	Both Chapter 11	E101 - Copying	Service copies of Motion for Joint Administration - 258 pages @ \$.25 @ page	\$64.50
11/02/2018	Both Chapter 11	E101 - Copying	Case binder copies for Court - 455 pages @ \$.25 a page	\$113.75
11/07/2018	Both Chapter 11	E124 - Other	Envelopes for service of Motion for Joint Administration.	\$4.20
11/09/2018	Both Chapter 11	E107 - Delivery services/messengers	FedEx postage for binder to Court.	\$37.25
11/09/2018	Both Chapter 11	E124 - Other	Binders for court binder and master copy of case file.	\$18.49
11/10/2018	Both Chapter 11	E101 - Copying	Copies for binder for Court and master copy - 308 pages @ \$.25 a page.	\$77.00
12/10/2018	Both Chapter 11	E108 - Postage	Postage for M&H and Vernon retention applications.	\$4.00
12/10/2018	Both Chapter 11	E101 - Copying	Copy of M&H retention application as Debtors' counsel - 30 pages @ \$.25 a page	\$7.50
12/10/2018	Both Chapter 11	E101 - Copying	Copy of Vernon retention application for Court - 30 pages @ \$.25 a page.	\$7.50
12/13/2018	Both Chapter 11	E101 - Copying	Chamber copies of M&H and Vernon retention applications - 120 pages @ \$.25 a page	\$30.00
12/13/2018	Both Chapter 11	E108 - Postage	Postage for Chambers copies of M&H and Vernon retention applications to Court.	\$7.50
12/19/2018	Both Chapter 11	E124 - Other	Videoconference for 341 meeting.	\$150.00
12/20/2018	Both Chapter 11	E108 - Postage	Postage for M&H and Vernon Service of Employment applications.	\$86.25
12/20/2018	Both Chapter 11	E101 - Copying	Copies of M&H and Vernon Service of Employment applications - 1,256 pages @ \$.25 a page	\$314.25
01/18/2019	Both Chapter 11	E109 - Local travel	Taxi from Court to office following status conference.	\$28.56
02/19/2019	Media Only	E129 - Government Fees	U.S. Trustee Quarterly Fees for Q4 2018.	\$325.00
03/04/2019	Both Chapter 11	E107 - Delivery services/messengers	Fed ex of Chamber's copy of status report to Court.	\$26.11
03/12/2019	Both Chapter 11	E109 - Local travel	Subway to and from court	\$5.50
03/22/2019	Both Chapter 11	E101 - Copying	Copying motion to extend exclusivity for service - 360 pages @ \$.25 a page	\$90.00
03/22/2019	Both Chapter 11	E108 - Postage	Service of motion to extend debtors period of exclusivity.	\$27.90
03/22/2019	Both Chapter 11	E108 - Postage	Postage for service of (i) notice of adjournment of initial case conference and (ii) motion to extend debtors of exclusivity to the two Australian parties in interest.	\$10.20
03/22/2019	Both Chapter 11	E108 - Postage	Postage for service of newly added party.	\$1.70
Total Billable Amount for Both Chapter 11				\$1,510.04
Grand Total				\$1,510.04

EXHIBIT F

Time Entry by Task Category

Date	User	Matter	Description	Activity	Rate	Billable Time	Billable Amount
B110 - Case Administration							
10/26/2018	Sandra Mayerson	Both Chapter 11	Correspondence with U.S. Trustee re filing and sending all docs (.30); Correspondence with client re filing (.10); Review redactions for PII prior to filing (.30).	A103 - Draft/revise	\$600.00 hr	0.70	\$420.00
10/26/2018	Sandra Mayerson	Media Only	Finalize ancillary documents and file after petition	A111 - Other	\$600.00 hr	1.20	\$720.00
10/26/2018	Sandra Mayerson	Operations Only	Finalize and file documents ancillary to petition	A103 - Draft/revise	\$600.00 hr	1.20	\$720.00
10/27/2018	Sandra Mayerson	Both Chapter 11	Prepare and send Chambers copy of all pleadings; Prepare pleadings binder for first day hearing.	A110 - Manage data/files	\$600.00 hr	0.40	\$240.00
10/29/2018	Sandra Mayerson	Both Chapter 11	Correspondence with U.S. Trustee re IDI (.20); TC W. Rodriguez, clerk to Judge Garrity, re first day orders and follow up re same (.20); Correspondence with client re [REDACTED] (.40); Coordinate with British administrators (.30); Respond to inquiries from reporters (.20).	A108 - Communicate (other external)	\$600.00 hr	1.30	\$780.00
11/01/2018	Sandra Mayerson	Both Chapter 11	Finalize drafts of Joint Motion for Joint Administration and Procedural Consolidation and proposed order for same; File with court in both cases.	A103 - Draft/revise	\$600.00 hr	1.00	\$600.00
11/02/2018	Twee Dam	Both Chapter 11	Prepare Motion for Joint Administration for service. Attention to service.	A111 - Other	\$100.00 hr	5.00	\$500.00
11/02/2018	Twee Dam	Both Chapter 11	Prepare case binders for Court.	A110 - Manage data/files	\$100.00 hr	2.00	\$200.00
11/02/2018	Sandra Mayerson	Both Chapter 11	Attention to service of Joint Administration motion (.30); TC w/ B. Higgins of U.S. Trustee re background of case (.20); Prepare cover letter to Court with pleadings binder (.30).	A110 - Manage data/files	\$600.00 hr	0.80	\$480.00
11/02/2018	Sandra Mayerson	Both Chapter 11	Prepare Certificate of Service re Motion for Joint Administration.	A103 - Draft/revise	\$600.00 hr	0.20	\$120.00
11/02/2018	Sandra Mayerson	Media Only	Electronically file Certificate of service	A111 - Other	\$600.00 hr	0.10	\$60.00
11/02/2018	Sandra Mayerson	Operations Only	Electronically file certificate of service	A111 - Other	\$600.00 hr	0.10	\$60.00
11/02/2018	David Hartheimer	Both Chapter 11	Attention to service of Motion for Joint Administration.	A111 - Other	\$600.00 hr	1.10	\$660.00
11/02/2018	David Hartheimer	Both Chapter 11	Revise Certificate of Service.	A103 - Draft/revise	\$600.00 hr	0.30	\$180.00
11/02/2018	David Hartheimer	Both Chapter 11	Attention to preparation of case binder for court.	A111 - Other	\$600.00 hr	0.30	\$180.00
11/02/2018	David Hartheimer	Both Chapter 11	TC with B. Higgins re case history and background and anticipated plan of action for case.	A107 - Communicate (other outside counsel)	\$600.00 hr	0.20	\$120.00
11/05/2018	David Hartheimer	Both Chapter 11	Prepare for and participate in TC with counsel to British administrator and SEM.	A107 - Communicate (other outside counsel)	\$600.00 hr	1.30	\$780.00
11/05/2018	Twee Dam	Both Chapter 11	Finalize service of Motion for Joint Administration and finalize case binder. Attention to service and arranging for hand delivery of case binder to court.	A111 - Other	\$100.00 hr	2.00	\$200.00
11/08/2018	Sandra Mayerson	Both Chapter 11	TC w/ W. Rodriguez re amending petition to unredact EIN and related administrative matters (.20); Research re EIN redaction (.40); TC w/ paralegal re new binder as requested by Ms. Rodriguez (.10); Send chambers Word version of proposed order re joint administration w/ cover letter (.30); TC with law clerk A. Wells re redaction issue (.20); Correspondence with client to [REDACTED] (.20).	A108 - Communicate (other external)	\$600.00 hr	1.40	\$840.00
11/08/2018	Sandra Mayerson	Media Only	Work w/ L Patt to amend petition	A103 - Draft/revise	\$600.00 hr	0.60	\$360.00
11/09/2018	Sandra Mayerson	Both Chapter 11	Further research re redaction of EIN (.30); 2 TC w/ W. Rodriguez re same (.20); Finalize and file amended petitions (.20).	A102 - Research	\$600.00 hr	0.70	\$420.00
11/09/2018	Sandra Mayerson	Both Chapter 11	Review new pleadings binder and prepare cover letter for chambers.	A108 - Communicate (other external)	\$600.00 hr	0.20	\$120.00
11/14/2018	Sandra Mayerson	Both Chapter 11	Review U.S. Trustee requirements via correspondence with client in preparation for IDI (.60); Correspondence with U.S. Trustee to provide info required in advance of IDI (.70); Correspondence with Silicon Valley Bank re opening DIP Accounts (.10); Further inquiries of debtors and L. Patt to obtain tax returns (.20); Correspondence with L. Patt re Monthly Operating Report (.10).	A108 - Communicate (other external)	\$600.00 hr	1.70	\$1,020.00
11/15/2018	Sandra Mayerson	Both Chapter 11	Forward documents to client with explanations to prepare for IDI.	A106 - Communicate (with client)	\$600.00 hr	0.50	\$300.00
11/15/2018	Sandra Mayerson	Both Chapter 11	Finalize opening of DIP accounts, review information from bank, and communicate with client and U.S. Trustee re same (.50); Organize further information for U.S. Trustee for IDI (.60); Communicate w/ M. Berriman and T. Bricker re administrative matters in case and re U.S. Trustee operating guidelines (.60).	A108 - Communicate (other external)	\$600.00 hr	1.70	\$1,020.00
11/16/2018	Sandra Mayerson	Both Chapter 11	Correspondence with financial advisor and Price Waterhouse to try to obtain tax returns requested by U.S. Trustee; Correspondence with Tess Bricker re [REDACTED].	A108 - Communicate (other external)	\$600.00 hr	0.30	\$180.00
11/16/2018	David Hartheimer	Both Chapter 11	TC with L. Patt re obtaining items required in order to file MORs. Call with SEM re same.	A108 - Communicate (other external)	\$600.00 hr	0.40	\$240.00
11/19/2018	Sandra Mayerson	Both Chapter 11	Review all documents and prepare for IDI (.50); Prepare certifications with information from bank; Obtain signatures and send final documents to U.S. Trustee (.60); Prepare client [REDACTED] (1.40).	A101 - Plan and prepare for	\$600.00 hr	2.50	\$1,500.00
11/20/2018	Sandra Mayerson	Both Chapter 11	Prepare for and participate in initial intake interview with U.S. Trustee (.50); [REDACTED] (.20).	A109 - Appear for/attend	\$600.00 hr	0.70	\$420.00
11/20/2018	Sandra Mayerson	Both Chapter 11	Receive and review notice of 341 meeting and communicate with client [REDACTED] (.20).	A106 - Communicate (with client)	\$600.00 hr	0.20	\$120.00

11/26/2018	Sandra Mayerson	Both Chapter 11	Draft letter for client review [REDACTED]	A103 - Draft/revise	\$600.00 hr	1.50	\$900.00
11/28/2018	David Hartheimer	Both Chapter 11	Finalize letter for videoconference 341 meeting.	A103 - Draft/revise	\$600.00 hr	0.50	\$300.00
12/01/2018	David Hartheimer	Both Chapter 11	Discuss physical arrangements for videoconference with SEM.	A105 - Communicate (in firm)	\$600.00 hr	0.10	\$60.00
12/01/2018	Sandra Mayerson	Both Chapter 11	Correspondence with client re conditions to video 341 meeting; Discuss physical arrangements for videoconference with DHH.	A106 - Communicate (with client)	\$600.00 hr	0.20	\$120.00
12/03/2018	David Hartheimer	Both Chapter 11	TC with B. Higgins from U.S. Trustee re videoconference 341 meeting. Confer w/ SEM re same.	A107 - Communicate (other outside counsel)	\$600.00 hr	0.30	\$180.00
12/06/2018	David Hartheimer	Both Chapter 11	Correspondence with U.S. Trustee re Mr. Berriman's inability to travel to the United States for 341 meeting.	A103 - Draft/revise	\$600.00 hr	0.20	\$120.00
12/06/2018	David Hartheimer	Both Chapter 11	Preparations for and testing equipment for video 341 meeting. Perform test meeting.	A101 - Plan and prepare for	\$600.00 hr	0.70	\$420.00
12/06/2018	David Hartheimer	Both Chapter 11	TC with B. Higgins re setting up video 341 meeting.	A107 - Communicate (other outside counsel)	\$600.00 hr	0.10	\$60.00
12/07/2018	David Hartheimer	Both Chapter 11	Review and respond to correspondence from U.S. Trustee re rescheduled 341 meeting.	A103 - Draft/revise	\$600.00 hr	0.10	\$60.00
12/07/2018	David Hartheimer	Both Chapter 11	Correspondence w/ M. Berriman [REDACTED]	A106 - Communicate (with client)	\$600.00 hr	0.20	\$120.00
12/12/2018	Sandra Mayerson	Both Chapter 11	TC w/ M. Berriman re preparations for 341 meeting.	A106 - Communicate (with client)	\$600.00 hr	0.50	\$300.00
12/14/2018	Sandra Mayerson	Both Chapter 11	Review documents and prepare for 341 meeting.	A101 - Plan and prepare for	\$600.00 hr	0.60	\$360.00
12/14/2018	Sandra Mayerson	Both Chapter 11	Meet w/ U.S. Trustee prior to 341 meeting; Attend and participate in 341 meeting.	A109 - Appear for/attend	\$600.00 hr	0.80	\$480.00
12/14/2018	David Hartheimer	Both Chapter 11	Prepare for and attend 341 meeting.	A109 - Appear for/attend	\$600.00 hr	1.60	\$960.00
12/18/2018	David Hartheimer	Both Chapter 11	TC w/ L. Patt re access to bank accounts for Monthly Operating Reports, case administration, and filing of tax returns.	A108 - Communicate (other external)	\$600.00 hr	0.30	\$180.00
12/18/2018	David Hartheimer	Both Chapter 11	Prepare Notice of Adjournment for status conference.	A103 - Draft/revise	\$600.00 hr	0.40	\$240.00
12/19/2018	Sandra Mayerson	Both Chapter 11	TCs w/ W. Rodriguez and B. Higgins re adjourning initial case conference due to illness.	A108 - Communicate (other external)	\$600.00 hr	0.10	\$60.00
01/09/2019	Sandra Mayerson	Both Chapter 11	TCs with counsel for Silicon Valley Bank re banking relationship.	A107 - Communicate (other outside counsel)	\$600.00 hr	0.10	\$60.00
01/10/2019	Sandra Mayerson	Both Chapter 11	Attention to Monthly Operating Report.	A101 - Plan and prepare for	\$600.00 hr	0.10	\$60.00
01/10/2019	David Hartheimer	Both Chapter 11	Legal research on [REDACTED].	A102 - Research	\$600.00 hr	2.30	\$1,380.00
01/15/2019	Sandra Mayerson	Both Chapter 11	Review documents to prepare for initial case conference; Contact British administrator [REDACTED]; Multiple attempts to retrieve information from bank.	A101 - Plan and prepare for	\$600.00 hr	0.20	\$120.00
01/16/2019	Sandra Mayerson	Both Chapter 11	Review documents in preparation for hearing; Correspondence with British Administrator re status; Correspondence with bank re same.	A101 - Plan and prepare for	\$600.00 hr	0.70	\$420.00
01/16/2019	Sandra Mayerson	Both Chapter 11	Attend and participate in initial case conference at Court.	A109 - Appear for/attend	\$600.00 hr	0.80	\$480.00
01/16/2019	Sandra Mayerson	Both Chapter 11	Non-working travel time to and from court conference.	A112 - Travel	\$300.00 hr	0.80	\$240.00
01/16/2019	Sandra Mayerson	Both Chapter 11	Confer w/ L. Patt re determining documents required for Monthly Operating Reports and tax returns; Correspondence with bank re obtaining information and authorizing L. Patt to view accounts; Correspondence with L. Patt re same.	A108 - Communicate (other external)	\$600.00 hr	1.00	\$600.00
01/22/2019	Sandra Mayerson	Media Only	Review, revise and finalize monthly operating reports for stub, November and December; Communicate comments to financial advisor	A103 - Draft/revise	\$600.00 hr	0.50	\$300.00
01/22/2019	Sandra Mayerson	Operations Only	Review and revise Monthly Operating Reports for stub, Nov. and Dec.; Communicate with financial advisor as to comments to same	A104 - Review/analyze	\$600.00 hr	0.40	\$240.00
01/23/2019	David Hartheimer	Media Only	Review quarterly fee statement form United States Trustee.	A104 - Review/analyze	\$600.00 hr	0.10	\$60.00
01/23/2019	David Hartheimer	Operations Only	Review quarterly fee statement form United States Trustee.	A104 - Review/analyze	\$600.00 hr	0.10	\$60.00
01/24/2019	Sandra Mayerson	Both Chapter 11	Review and revise Monthly Operating Reports for November and December 2018 for both debtors; Forward same for client review with explanation; Correspondence with L. Patt re final revisions of same.	A106 - Communicate (with client)	\$600.00 hr	0.30	\$180.00
01/24/2019	Sandra Mayerson	Media Only	Finalize monthly operating reports for first two reporting periods; communicate with L. Patt re same; File with Court	A103 - Draft/revise	\$600.00 hr	0.30	\$180.00
01/24/2019	Sandra Mayerson	Operations Only	Finalize 2 monthly operating reports; Communicate w/ L. Patt re same; File with Court	A103 - Draft/revise	\$600.00 hr	0.20	\$120.00
01/24/2019	Sandra Mayerson	Both Chapter 11	Forward Monthly Operating Reports for November and December 2018 for both debtors to U.S. Trustee with cover letter.	A110 - Manage data/files	\$600.00 hr	0.10	\$60.00
03/01/2019	Sandra Mayerson	Both Chapter 11	Draft status report requested by Court	A103 - Draft/revise	\$600.00 hr	0.50	\$300.00
03/04/2019	Sandra Mayerson	Both Chapter 11	Finalize status report and file with Court (.40); Emails to [REDACTED] (.10); TC J Martino [REDACTED] (.10)	A103 - Draft/revise	\$600.00 hr	0.60	\$360.00
03/11/2019	Sandra Mayerson	Both Chapter 11	Prepare for tomorrow's status conference (.30); T Conf with C. Hodge (Australian administrator) and DHH re [REDACTED] (.70)	A106 - Communicate (with client)	\$600.00 hr	1.00	\$600.00
03/11/2019	Sandra Mayerson	Operations Only	Review draft Monthly Operating Report for Operations, and [REDACTED]	A104 - Review/analyze	\$600.00 hr	0.30	\$180.00
03/11/2019	Sandra Mayerson	Media Only	Review draft Media monthly operating report and [REDACTED]	A104 - Review/analyze	\$600.00 hr	0.10	\$60.00
03/12/2019	Sandra Mayerson	Both Chapter 11	Attend and participate in status conference before Court	A109 - Appear for/attend	\$600.00 hr	0.30	\$180.00
03/12/2019	David Hartheimer	Both Chapter 11	Non working travel to court for status conference.	A112 - Travel	\$300.00 hr	1.00	\$300.00
03/12/2019	David Hartheimer	Both Chapter 11	Appear at status conference.	A112 - Travel	\$600.00 hr	0.50	\$300.00
03/12/2019	Sandra Mayerson	Both Chapter 11	Update director and shareholder on results of today's hearing and next deadlines	A106 - Communicate (with client)	\$600.00 hr	0.10	\$60.00
03/15/2019	Sandra Mayerson	Operations Only	Finalize and file monthly operating report	A111 - Other	\$600.00 hr	0.10	\$60.00

03/15/2019	Sandra Mayerson	Media Only	Finalize and file monthly operating report	A111 - Other	\$600.00 hr	0.10	\$60.00
03/20/2019	David Hartheimer	Both Chapter 11	Drafting motion to extend exclusivity, papers include, motion, notice of motion, proposed order and attorney's affidavit on support.	A103 - Draft/revise	\$600.00 hr	5.20	\$3,120.00
03/20/2019	Sandra Mayerson	Both Chapter 11	Attention to motion to attend exclusivity; TC courtroom deputy for date on hearing re same	A103 - Draft/revise	\$600.00 hr	0.10	\$60.00
03/21/2019	David Hartheimer	Both Chapter 11	Drafting motion to extend exclusivity.	A103 - Draft/revise	\$600.00 hr	1.00	\$600.00
03/21/2019	Sandra Mayerson	Both Chapter 11	TC W Rodriguez re hearing date for Exclusivity; Review and revise motion to extend exclusivity and accompanying notice of motion and declaration; File same on ECF	A103 - Draft/revise	\$600.00 hr	1.20	\$720.00
03/21/2019	David Hartheimer	Both Chapter 11	Finalize motion to extend exclusivity. Prepare motion for filing, attention to filing.	A103 - Draft/revise	\$600.00 hr	2.50	\$1,500.00
03/21/2019	David Hartheimer	Both Chapter 11	Prepare motion to extend for service.	A110 - Manage data/files	\$600.00 hr	0.70	\$420.00
03/22/2019	David Hartheimer	Both Chapter 11	Drafting affidavits of service for service of motion to extend debtors' period of exclusivity and adjourned case conference.	A103 - Draft/revise	\$600.00 hr	0.60	\$360.00
03/22/2019	David Hartheimer	Both Chapter 11	Attention to service of motion to extend exclusivity and service of notice of adjourned initial case conference.	A111 - Other	\$600.00 hr	1.20	\$720.00
03/22/2019	Sandra Mayerson	Both Chapter 11	Review and revise notice of adjournment and file on ECF (.20); File certificate of service for Motion to extend exclusivity on ECF (.10)	A103 - Draft/revise	\$600.00 hr	0.30	\$180.00
03/26/2019	Sandra Mayerson	Both Chapter 11	Email client re [REDACTED]; Email to and from B. Higgins of UST re same	A106 - Communicate (with client)	\$600.00 hr	0.20	\$120.00
B110 - Case Administration Sub Totals:						63.90	\$33,300.00

B120 - Asset Analysis and Recovery

11/05/2018	Sandra Mayerson	Both Chapter 11	[REDACTED] (1.10); TC w/ [REDACTED] (.50); Correspondence with client and British administrator [REDACTED] (.20).	A107 - Communicate (other outside counsel)	\$600.00 hr	1.80	\$1,080.00
11/13/2018	Sandra Mayerson	Both Chapter 11	Further correspondence w/ Silicon Valley Bank re opening DIP accounts and settlement on cash collateral.	A108 - Communicate (other external)	\$600.00 hr	0.30	\$180.00
11/14/2018	Sandra Mayerson	Operations Only	T Conf w/ atty for landlord re office lease and retrieving items	A107 - Communicate (other outside counsel)	\$600.00 hr	0.30	\$180.00
01/09/2019	David Hartheimer	Both Chapter 11	Legal research on [REDACTED].	A102 - Research	\$600.00 hr	2.70	\$1,620.00
01/10/2019	Sandra Mayerson	Both Chapter 11	Negotiate with bank counsel re return of cash collateral.	A107 - Communicate (other outside counsel)	\$600.00 hr	0.20	\$120.00
01/11/2019	David Hartheimer	Both Chapter 11	Confer w/ SEM re [REDACTED].	A105 - Communicate (in firm)	\$600.00 hr	0.30	\$180.00
01/11/2019	Sandra Mayerson	Both Chapter 11	Confer w/ DHH re [REDACTED].	A102 - Research	\$600.00 hr	0.30	\$180.00
01/15/2019	Sandra Mayerson	Media Only	Review aged receivables and formulate plan for collection	A104 - Review/analyze	\$600.00 hr	0.20	\$120.00
01/16/2019	Sandra Mayerson	Both Chapter 11	Correspondence with potential litigation funder; Update British administrator re same and hearing.	A108 - Communicate (other external)	\$600.00 hr	0.20	\$120.00
01/17/2019	David Hartheimer	Both Chapter 11	TC w/ SEM and [REDACTED].	A108 - Communicate (other external)	\$600.00 hr	0.50	\$300.00
01/17/2019	Sandra Mayerson	Both Chapter 11	TC w/ [REDACTED].	A108 - Communicate (other external)	\$600.00 hr	0.50	\$300.00
01/22/2019	Sandra Mayerson	Media Only	Reconcile A/R; Prepare template collection letter to send to accounts receivable; Work with paralegal to prepare letter concerning each receivable	A101 - Plan and prepare for	\$600.00 hr	1.30	\$780.00
01/22/2019	David Hartheimer	Both Chapter 11	Work with paralegal to send out payment demands.	A105 - Communicate (in firm)	\$600.00 hr	1.50	\$900.00
01/23/2019	David Hartheimer	Both Chapter 11	Confer with Paralegal re collection effort.	A105 - Communicate (in firm)	\$600.00 hr	0.10	\$60.00
01/23/2019	David Hartheimer	Both Chapter 11	TC with L. Patt re receivable collection effort. Prepare table demonstrating status of receivables.	A108 - Communicate (other external)	\$600.00 hr	1.50	\$900.00
02/22/2019	Sandra Mayerson	Operations Only	Rvw proposed settlement stip with SVB Bank re cash collateral accounts; Negotiations w/ A. Rheume re same	A103 - Draft/revise	\$600.00 hr	0.30	\$180.00
02/27/2019	Sandra Mayerson	Both Chapter 11	Correspondence with British administrator re [REDACTED].	A107 - Communicate (other outside counsel)	\$600.00 hr	0.10	\$60.00
03/01/2019	Sandra Mayerson	Operations Only	TC A. Rheume re final open issues on stip with bank.	A107 - Communicate (other outside counsel)	\$600.00 hr	0.10	\$60.00
03/01/2019	David Hartheimer	Both Chapter 11	review status report to court. Confer with S. Mayerson [REDACTED].	A103 - Draft/revise	\$600.00 hr	0.70	\$420.00
03/11/2019	David Hartheimer	Both Chapter 11	T Conf with C. Hodge (Australian administrator) and SEM re [REDACTED] (.70)	A107 - Communicate (other outside counsel)	\$600.00 hr	0.70	\$420.00
03/15/2019	Sandra Mayerson	Operations Only	Memo to M Berriman recommending settlement with SVB	A106 - Communicate (with client)	\$600.00 hr	0.20	\$120.00
03/20/2019	Sandra Mayerson	Both Chapter 11	Emails to and from M Berriman re [REDACTED]	A106 - Communicate (with client)	\$600.00 hr	0.30	\$180.00
03/26/2019	Sandra Mayerson	Operations Only	Review email from M Berriman re [REDACTED]; Email their counsel re same	A107 - Communicate (other outside counsel)	\$600.00 hr	0.10	\$60.00
B120 - Asset Analysis and Recovery Sub Totals:						14.20	\$8,520.00

B160 - Fee/Employment Applications

11/02/2018	David Hartheimer	Both Chapter 11	Finalize Mayerson & Hartheimer retention application. TC with B. Higgins of U.S. Trustee re same.	A103 - Draft/revise	\$600.00 hr	3.50	\$2,100.00
11/07/2018	Twee Dam	Both Chapter 11	Assist with preparation of Vernon retention application.	A111 - Other	\$100.00 hr	2.00	\$200.00
11/07/2018	David Hartheimer	Both Chapter 11	Review U.S. Trustee's suggested revisions to Mayerson & Hartheimer retention application.	A104 - Review/analyze	\$600.00 hr	0.30	\$180.00
11/07/2018	David Hartheimer	Both Chapter 11	Draft Vernon retention application.	A103 - Draft/revise	\$600.00 hr	1.90	\$1,140.00

11/14/2018	David Hartheimer	Both Chapter 11	Finalize Vernon retention application for review by the U.S. Trustee.	A103 - Draft/revise	\$600.00 hr	0.50	\$300.00
11/16/2018	Sandra Mayerson	Both Chapter 11	TC w/ DHH re [REDACTED].	A105 - Communicate (in firm)	\$600.00 hr	0.20	\$120.00
11/16/2018	David Hartheimer	Both Chapter 11	Review U.S. Trustee revisions to retention application of financial advisor. TC with L. Patt of Vernon re same. TC with SEM re [REDACTED].	A108 - Communicate (other external)	\$600.00 hr	0.50	\$300.00
11/26/2018	David Hartheimer	Both Chapter 11	Finalize M&H retention application for client review.	A103 - Draft/revise	\$600.00 hr	0.60	\$360.00
11/26/2018	David Hartheimer	Both Chapter 11	Finalize Vernon retention application for client review.	A104 - Review/analyze	\$600.00 hr	0.60	\$360.00
11/26/2018	David Hartheimer	Both Chapter 11	TC with W. Rodriguez re method of having retention applications of M&H and Vernon heard, i.e. motion or notice of presentment.	A108 - Communicate (other external)	\$600.00 hr	0.10	\$60.00
11/26/2018	David Hartheimer	Both Chapter 11	Correspondence with M. Berriman re [REDACTED].	A106 - Communicate (with client)	\$600.00 hr	0.20	\$120.00
12/05/2018	David Hartheimer	Both Chapter 11	Finalize retention application for Debtors' counsel.	A103 - Draft/revise	\$600.00 hr	0.60	\$360.00
12/05/2018	David Hartheimer	Both Chapter 11	Finalize retention application for Debtors' financial advisor.	A103 - Draft/revise	\$600.00 hr	0.50	\$300.00
12/10/2018	David Hartheimer	Both Chapter 11	File M&H retention application electronically using ECF system.	A110 - Manage data/files	\$600.00 hr	0.30	\$180.00
12/10/2018	David Hartheimer	Both Chapter 11	File Vernon retention application electronically using ECF system.	A110 - Manage data/files	\$600.00 hr	0.20	\$120.00
12/13/2018	David Hartheimer	Both Chapter 11	Revise Vernon retention application. File amended Vernon retention application. Prepare and send form of order to Court.	A103 - Draft/revise	\$600.00 hr	1.20	\$720.00
12/13/2018	David Hartheimer	Both Chapter 11	Prepare proposed order approving employment of Mayerson & Hartheimer; prepare electronic submission to Court.	A103 - Draft/revise	\$600.00 hr	0.40	\$240.00
12/18/2018	David Hartheimer	Both Chapter 11	Prepare Supplemental Declaration of Disinterest and Schedule of Interested Parties.	A103 - Draft/revise	\$600.00 hr	2.50	\$1,500.00
12/18/2018	David Hartheimer	Both Chapter 11	Prepare Affidavit of Service for M&H and Vernon retention applications; Prepare Supplemental Declaration of Disinterest.	A103 - Draft/revise	\$600.00 hr	0.40	\$240.00
12/19/2018	Sandra Mayerson	Both Chapter 11	Review and file Supplemental Declaration of Disinterest.	A111 - Other	\$600.00 hr	0.10	\$60.00
12/19/2018	Sandra Mayerson	Both Chapter 11	Review and revise supplemental disclosure for retention application.	A104 - Review/analyze	\$600.00 hr	0.10	\$60.00
12/19/2018	David Hartheimer	Both Chapter 11	Attention to service of M&H and Vernon retention applications.	A111 - Other	\$600.00 hr	1.10	\$660.00
01/04/2019	David Hartheimer	Both Chapter 11	Review entered Order approving the retention of Vernon as financial advisor.	A104 - Review/analyze	\$600.00 hr	0.10	\$60.00
01/04/2019	Sandra Mayerson	Both Chapter 11	Review revised order signed by Court re Vernon retention and advise L. Patt re same (.10); Calculate and calendar relevant deadlines for case (.10).	A104 - Review/analyze	\$600.00 hr	0.20	\$120.00
03/14/2019	Katy Mayerson	Both Chapter 11	Prepare M&H fee application; Review and revise SEM and DHH time entries re same.	A103 - Draft/revise	\$100.00 hr	0.50	\$50.00
03/19/2019	Katy Mayerson	Both Chapter 11	Continue to prepare M&H fee application; Review and revise SEM and DHH time entries re same.	A103 - Draft/revise	\$100.00 hr	1.50	\$150.00
B160 - Fee/Employment Applications Sub Totals:						20.10	\$10,060.00
B195 - Non-Working Travel							
03/12/2019	Sandra Mayerson	Both Chapter 11	Non-working travel time to and from hearing	A112 - Travel	\$300.00 hr	1.00	\$300.00
B195 - Non-Working Travel Sub Totals:						1.00	\$300.00
B210 - Business Operations							
10/29/2018	Sandra Mayerson	Both Chapter 11	Correspondence with Silicon Valley Bank re opening DIP accounts.	A108 - Communicate (other external)	\$600.00 hr	0.20	\$120.00
11/02/2018	Sandra Mayerson	Both Chapter 11	Correspondence with Bank re DIP accounts; Review policies sent by bank.	A108 - Communicate (other external)	\$600.00 hr	0.20	\$120.00
11/05/2018	Sandra Mayerson	Both Chapter 11	Gather documents and respond to bank questionnaire re opening DIP bank accounts.	A108 - Communicate (other external)	\$600.00 hr	1.00	\$600.00
11/06/2018	Sandra Mayerson	Both Chapter 11	Correspondence with bank re opening DIP accounts; Review completed applications and client attestation for accuracy and forward to client with cover memo explaining same; Further correspondence with bank re same.	A108 - Communicate (other external)	\$600.00 hr	0.70	\$420.00
11/07/2018	Sandra Mayerson	Both Chapter 11	Finalize and forward documents to bank re opening DIP accounts.	A108 - Communicate (other external)	\$600.00 hr	0.30	\$180.00
B210 - Business Operations Sub Totals:						2.40	\$1,440.00
B230 - Financing/Cash Collections							
11/07/2018	Sandra Mayerson	Operations Only	Email L Patt re details of cash collateral account; Rvw cash collateral agreement; Negotiate w/ Silicon Valley Bank re release of cash collateral; Draft email to M. Berriman [REDACTED].	A104 - Review/analyze	\$600.00 hr	0.70	\$420.00
B230 - Financing/Cash Collections Sub Totals:						0.70	\$420.00
B240 - Tax Issues							
11/30/2018	David Hartheimer	Both Chapter 11	Review letter from IRS form 13736. TCs and correspondence with L. Patt of Vernon re same. Review letter from Vernon to IRS responding to IRS letter.	A104 - Review/analyze	\$600.00 hr	0.70	\$420.00
03/08/2019	Sandra Mayerson	Both Chapter 11	Emails C. Hodge and M. Berriman re [REDACTED]; Email M Berriman re [REDACTED].	A106 - Communicate (with client)	\$600.00 hr	0.30	\$180.00
B240 - Tax Issues Sub Totals:						1.00	\$600.00
B260 - Board of Directors Matters							
03/01/2019	Sandra Mayerson	Both Chapter 11	Rvw response from M Berriman re [REDACTED] (.20); Email to J. Martino [REDACTED] (.10)	A108 - Communicate (other external)	\$600.00 hr	0.30	\$180.00
B260 - Board of Directors Matters Sub Totals:						0.30	\$180.00
Grand Total						103.60	\$54,820.00

EXHIBIT G

Expense Report By Task Category

Expense Date	Matter	Description	Amount
E101 - Copying			
10/27/2018	Both Chapter 11	Copies for Chambers and pleadings binder - 1 page @ \$.25 a page	\$0.25
11/02/2018	Both Chapter 11	Service copies of Motion for Joint Administration - 258 pages @ \$.25 a page	\$64.50
11/02/2018	Both Chapter 11	Case binder copies for Court - 455 pages @ \$.25 a page	\$113.75
11/10/2018	Both Chapter 11	Copies for binder for Court and master copy - 208 pages @ \$.25 a page	\$77.00
12/10/2018	Both Chapter 11	Copy of M&H retention application as Debtors' counsel - 30 pages @ \$.25 a page	\$7.50
12/10/2018	Both Chapter 11	Copy of Vernon retention application for Court - 30 pages @ \$.25 a page	\$7.50
12/13/2018	Both Chapter 11	Chamber copies of M&H and Vernon retention applications - 120 pages @ \$.25 a page	\$30.00
12/20/2018	Both Chapter 11	Copies of M&H and Vernon Service of Employment applications - 1,256 pages @ \$.25 a page	\$314.25
03/22/2019	Both Chapter 11	Copies for motion to extend exclusivity for service - 360 pages @ \$.25 a page	\$90.00
Totals Billable Amounts for E101 - Copying			\$704.75
E107 - Delivery services/messengers			
11/09/2018	Both Chapter 11	FedEx postage for binder to Court.	\$37.25
03/04/2019	Both Chapter 11	Fed ex of Chamber's copy of status report to Court.	\$26.11
Totals Billable Amounts for E107 - Delivery services/messengers			\$63.36
E108 - Postage			
11/02/2018	Both Chapter 11	Postage for service of Motion for Joint Administration.	\$37.63
11/02/2018	Both Chapter 11	FedEx postage for case binder to Court.	\$35.00
12/10/2018	Both Chapter 11	Postage for M&H and Vernon retention applications.	\$4.00
12/13/2018	Both Chapter 11	Postage for Chambers copies of M&H and Vernon retention applications to Court.	\$7.50
12/20/2018	Both Chapter 11	Postage for M&H and Vernon Service of Employment applications.	\$86.25
03/22/2019	Both Chapter 11	Service of motion to extend debtors period of exclusivity.	\$27.90
03/22/2019	Both Chapter 11	Postage for service of (i) notice of adjournment of initial case conference and (ii) motion to extend debtors of exclusivity to the two Australian parties in interest.	\$10.20
03/22/2019	Both Chapter 11	Postage for service of newly added party.	\$1.70
Totals Billable Amounts for E108 - Postage			\$210.18
E109 - Local travel			
01/18/2019	Both Chapter 11	Taxi from Court to office following status conference.	\$28.56
03/12/2019	Both Chapter 11	Subway to and from court	\$5.50
Totals Billable Amounts for E109 - Local travel			\$34.06
E124 - Other			
11/07/2018	Both Chapter 11	Envelopes for service of Motion for Joint Administration.	\$4.20
11/09/2018	Both Chapter 11	Binders for court binder and master copy of case file.	\$18.49
12/19/2018	Both Chapter 11	Videoconference for 341 meeting.	\$150.00
Totals Billable Amounts for E124 - Other			\$172.69
E129 - Government Fees			
02/19/2019	Media Only	U.S. Trustee Quarterly Fees for Q4 2018.	\$325.00
Totals Billable Amounts for E129 - Government Fees			\$325.00
Grand Total			\$1,510.04

EXHIBIT H

SCHEDULE OF BILLABLE TIME BY DEBTOR SERVICED

MATTER	BILLED HOURS	DOLLAR AMOUNT
Both Chapter 11 Cases	95	\$49,660.00
Media Only	4.5	\$2,700.00
Operations Only	4.0	\$2,460.00
TOTAL	103.60	\$54,820.00

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

UNLOCKD MEDIA, INC., et al.,¹
Debtors

Chapter 11

Case No. 18-13243 (JLG)

(Jointly Administrated)

**[PROPOSED] ORDER APPROVING
INTERIM FEE APPLICATION FOR PAYMENT
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
MAYERSON & HARTHEIMER, PLLC, FOR
THE PERIOD OCTOBER 26, 2018, THROUGH MARCH 31, 2019**

WHEREAS the Application for Interim Compensation (the “Application”) of Mayerson & Hartheimer, PLLC (“**M&H**”), attorneys for Unlockd Media, Inc. (“**Media**”), and Unlockd Operations US Inc. (“**Operations**”), the debtors and debtors-in-possession in the above-captioned chapter 11 cases, (*the “Debtors”*) for the period October 26, 2018 through March 31, 2019 (the “Application Period”), came on for hearing on June 11, 2019 before the Hon. James L. Garrity Jr.;

AND WHEREAS, the court having considered M&H’s Application and having determined that appropriate notice has been given to parties in interest, and good cause appearing;

IT IS ORDERED:

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification numbers are: Unlockd Media, Inc., Tax Id No. XX-XX2901 and Unlockd Operations US Inc., Tax Id. No. XX-XX0878

1. The Application is approved, as follows; M&H is allowed on an interim basis, fees in the amount of \$54,820.00 and expenses in the amount of \$1,510.04, for a total amount of \$56,330.04 (the “Fee Award”) on account of services performed for the period October 26, 2018 through March 31, 2019 (the “Application Period”).

2. M&H is authorized to apply its retainer in the amount of \$15,425.01.

3. The Debtor is authorized and directed to remit payment to M&H in the amount of \$40,905.03 (the difference between the Fee Award and the amount of M&H’s retainer which this court authorized M&H to apply).

Dated: _____

UNITED STATES BANKRUPTCY JUDGE